

EXHIBIT 2

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

5 WAYMO LLC,)
6 Plaintiff,)
7 vs.) Case No.
8 UBER TECHNOLOGIES, INC.,) 3:17-cv-00939-WHA
9 OTTOMOTTO LLC; Otto)
10 Trucking LLC,)
11 Defendants.)
12)

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VIDEOTAPED DEPOSITION OF NINGJUN QI
San Francisco, California
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Volume I

Reported by: SUZANNE F. GUDELJ
CSR No. 5111
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1 Q Because of the privilege instruction?

2 A Because of privilege, yes.

3 Q Okay. So we've discussed focusing on the
4 issues -- well, let me -- let me start over.

5 We were talking about Mr. Kalanick's 11:17:31
6 involvement in the negotiations of the acquisition
7 of Otto. And you said he was involved in talks that
8 were founder to founder; he was in the room when
9 there were discussions of price and other deal
10 terms; he was consulted with respect to Otto's slow 11:17:47
11 delivery of products; and the general process of
12 closing and announcements.

13 Is there anything else that Mr. Kalanick
14 was involved in with respect to the acquisition?

15 A Yes, getting board approval. 11:18:02

16 Q And what was his involvement in that?

17 A He and Cam explained to the board about the
18 deal.

19 Q And were you involved in -- in that?

20 A Only some of it. 11:18:27

21 Q Okay. What -- how were you involved in the
22 explanation to the board of directors about the
23 acquisition?

24 A I created the initial draft of the board
25 slides, and I was in the board meeting. 11:18:43

1 Q Was there just one meeting?

2 A To my knowledge, yes.

3 Q And you attended that meeting?

4 A Yes.

5 Q You said you drafted slides for that 11:19:05
6 meeting; is that right?

7 A Yes.

8 Q Are those slides that were used at the
9 meeting?

10 A A version of it, yes. 11:19:16

11 Q Okay. You did the first draft, and
12 ultimately there were slides based on that draft
13 that were presented at the meeting?

14 A Yes, that's correct.

15 Q What was discussed at that board meeting 11:19:25
16 with respect to the acquisition?

17 MR. JACOBS: You can answer that, of
18 course -- well, hold off on any legal topics for the
19 moment --

20 THE WITNESS: Mm-hmm.

21 MR. JACOBS: -- and we'll figure out if
22 there were any legal topics, but otherwise, you can
23 answer the question.

24 THE WITNESS: We explained the deal and the
25 deal terms and discussed general legal items. 11:19:45

1 BY MS. ROBERTS:

2 Q Other than, obviously, the board,
3 Mr. Kalanick, Mr. Poetzscher, and yourself, was
4 there anybody else at this meeting?

5 A Yes.

11:20:13

6 Q Who else was there?

7 A Salle Yoo, Gautam Gupta. That's all I can
8 remember, but I don't know if that's a comprehensive
9 list.

10 Q In the -- the timeline of the
11 negotiations -- all right. Let me start.

11:20:31

12 When was the board meeting?

13 A I think before we signed. I don't -- I
14 don't know specifics.

15 Q You think it was before you signed, so
16 sometime before April 11th, 2016?

11:20:47

17 A Yes.

18 Q How much earlier than signing was the board
19 meeting that you attended?

20 A They were relatively closely connected.

11:21:02

21 Q Were all members of the board there?

22 A I don't know.

23 Q What -- so you testified that you explained
24 to the board of directors the deal and its terms; is
25 that right?

11:21:29

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1 A Yes.

2 Q To the best of your recollection, what
3 exactly was conveyed to the board about the deal and
4 its terms?

5 A The price, the details behind the price, 11:21:40
6 the fact that there are two separate transactions,
7 and why we wanted to do this deal.

8 Q When you say "the details behind the
9 price," what are you -- what do you mean by that?

10 A For instance, on the Ottomotto piece, there 11:22:05
11 were technical milestones, so the price was
12 contingent on achievement of technical milestones.
13 So details like that.

14 Q What was the overall price that you told
15 the board for the deal? 11:22:23

16 A That it was roughly -- for the Otto deal,
17 roughly around 12 million shares of Uber stock at --
18 valued at current Series G price.

19 Q So what was the dollar value at the time?

20 A Around 590. 11:22:46

21 Q Million?

22 A Yes, 590 million.

23 Q And you said that was for the Ottomotto
24 piece, right?

25 A Yes. 11:22:56

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1 Q So that excludes Otto Trucking?

2 A Yes.

3 Q You said you also explained to the board
4 why you wanted to do the deal?

5 A Yes. 11:23:06

6 Q What -- what did your team say?

7 A That Anthony had built a team of very
8 talented engineers; that this could potentially help
9 accelerate our AV development efforts.

10 Q Anything else? 11:23:35

11 A That was the general theme. He said they
12 were very talented engineers.

13 Q As of the time of this board meeting, had
14 Anthony assembled his team of talented engineers?

15 A My understanding that he was in the process 11:23:54
16 of assembling.

17 Q Did he have any engineers on board as of
18 the time of this board meeting?

19 A Based on my understanding, yes.

20 Q But not the full team? 11:24:10

21 A Based on my understanding, that's correct.

22 Q When you conveyed to the board of directors
23 that Anthony had built a team of talented engineers,
24 how did you determine that the engineers were
25 talented? 11:24:29